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Attorneys for Defendants
UBER TECHNOLOGIES, INC.
and OTTOMOTTO LLC

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

v.

UBER TECHNOLOGIES, INC.,
OTTOMOTTO LLC; OTTO TRUCKING
LLC,

Defendants.

Case No. 3:17-cv-00939-WHA

**DECLARATION OF HALLEY JOSEPHS
IN SUPPORT OF DEFENDANTS UBER
TECHNOLOGIES, INC. AND
OTTOMOTTO LLC'S
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL EXHIBITS TO ITS
ADMINISTRATIVE MOTION TO
SUPPLEMENT ITS MOTION TO
EXCLUDE THE TESTIMONY OF
MICHAEL WAGNER (DKT. 1619)**

I, Halley Josephs, declare as follows:

1. I am an attorney at the law firm of Susman Godfrey LLP. I make this declaration based upon matters within my own personal knowledge and if called as a witness, I could and would competently testify to the matters set forth herein. I make this declaration in support of Defendants' Administrative Motion to File Under Seal Exhibits to Their Administrative Motion to Supplement Their Motion to Exclude the Testimony of Michael Wagner (Dkt. 1619).

2. I have reviewed the following documents and confirmed that only the portions identified below merit sealing:

Document	Portions to Be Filed Under Seal	Designating Party
Exhibit 1 to the Declaration of Halley Josephs	Entirety	Plaintiff Defendants
Exhibit 2 to the Declaration of Halley Josephs	Entirety	Plaintiff
Exhibit 3 to the Declaration of Halley Josephs	Entirety	Plaintiff
Exhibit 4 to the Declaration of Halley Josephs	Entirety	Defendants
Exhibit 5 to the Declaration of Halley Josephs	Entirety	Defendants
Exhibit 6 to the Declaration of Halley Josephs	Entirety	Defendants
Exhibit 7 to the Declaration of Halley Josephs	Entirety	Defendants

3. Exhibit 1 to the Josephs Declaration is the transcript of the deposition of Waymo's damages expert Michael Wagner, which has been designated "Highly Confidential – Attorneys' Eyes Only" and contains highly confidential material from both parties in accordance with the Patent Local Rule 2-2 Interim Model Protective Order ("Protective Order"), which the parties have agreed governs this case (Transcript of 3/16/2017 Hearing, page 6). Pursuant to the

1 Protective Order, the parties have 21 days to designate specific portions of the testimony as
 2 confidential or highly confidential. In the interim, Defendants ask the Court to seal the entirety of
 3 the transcript. Defendants file this material under seal in accordance with Paragraph 14.4 of the
 4 Protective Order.

5 4. Exhibits 2 and 3 to the Josephs Declaration are the report and reply report of
 6 Waymo's damages expert Michael Wagner, which have been designated "Highly Confidential –
 7 Attorneys' Eyes Only" by Waymo in accordance with the Patent Local Rule 2-2 Interim Model
 8 Protective Order ("Protective Order"), which the parties have agreed governs this case (Transcript
 9 of 3/16/2017 Hearing, page 6). Defendants file these materials under seal in accordance with
 10 Paragraph 14.4 of the Protective Order.

11 5. Exhibits 4-7 to the Josephs Declaration contain highly confidential information
 12 regarding Uber's business forecasts and projections, organization run rates, negotiation strategies,
 13 market comparables, development strategies and performance on milestones, and responses to
 14 interrogatories regarding time and cost estimates for redesign of accused features. This highly
 15 confidential information is not publicly known, and its confidentiality is strictly maintained.
 16 Disclosure of this information could allow competitors to obtain a competitive advantage over
 17 Uber by giving them details into Uber's business and development strategies, such that they could
 18 tailor their own strategies and Uber's competitive standing could be significantly harmed.

19 6. Defendants' request to seal is narrowly tailored to the portions of the Motion and
 20 the supporting papers that merit sealing.

21 I declare under penalty of perjury that the foregoing is true and correct. Executed this 25th
 22 day of September, 2017 at San Francisco, California.

23
 24 /s/ Halley Josephs

Halley Josephs

ATTESTATION OF E-FILED SIGNATURE

I, Arturo J. González, am the ECF User whose ID and password are being used to file this Declaration. In compliance with General Order 45, X.B., I hereby attest that Halley Josephs has concurred in this filing.

Dated: September 25, 2017

/s/ Arturo J. González

ARTURO J. GONZÁLEZ